

**Illinois
Central**



Dona M. Amadio
Assistant Treasurer

0100 517013

Illinois Central Railroad
455 North Cityfront Plaza Drive
Chicago, Illinois 60611-5504

312 755-7625

January 6, 1995

Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 10763-A
FEB 3 - 1995 - 4:45 PM
INTERSTATE COMMERCE COMMISSION

Dear Sir:

Pursuant to the provisions of 49 U.S.C. Section 11303 and the applicable regulations of the Interstate Commerce Commission, there are herewith transmitted for filing and recording five counterparts of a Release of an Conditional Sale Agreement dated August 1, 1979, between The Bank of Tokyo Trust Company and Illinois Central Gulf Railroad Company. This document is a secondary document dated as of August 2, 1994. The primary document to which this is connected was recorded under Recordation No. 10763.

A check payable to the order of the Interstate Commerce Commission for the \$18.00 recording fee applicable to this filing is enclosed herewith.

The names and addresses of the parties to the document are as follows:

Vendor:

The Bank of Tokyo Trust Company
100 Broadway
New York, NY 10005

Railroad:

Illinois Central Railroad Company
455 N. Cityfront Plaza Dr.
Chicago, IL 60611

A description of the equipment covered by this release follows:

All equipment included in the aforementioned Conditional Sale Agreement and any amendment of Supplement thereto.

January 6, 1995
Page 2

A short summary of the document to appear in the index follows:

Release dated as of August 2, 1994 of a Conditional Sale Agreement dated as of August 1, 1979 with Recordation No. 10763 providing for the release of all right, title and interest in all equipment under said Agreement.

It is respectfully requested that all counterparts not needed for the Commission's files be returned to the undersigned with the Commission's recordation stamp shown thereon.

Sincerely,

DM Amador



Interstate Commerce Commission
Washington, D.C. 20423-0001

2/7/95

Office Of The Secretary

Dona M. Amadio
Illinois Central Railroad
455 North Cityfront Plaza Drive
Chicago, Illinois 60611-5504

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/3/95 at 4:45PM, and assigned recordation number(s). 10763-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100517013)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

10763-A
FEB 3 - 1995 - 4:43 PM

ILLINOIS CENTRAL GULF RAILROAD
(NOW ILLINOIS CENTRAL RAILROAD)
CONDITIONAL SALE AGREEMENT

Dated as of August 1, 1979

RELEASE

Dated as of August 2, 1994

BETWEEN

THE BANK OF TOKYO TRUST COMPANY

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY
(Now Illinois Central Railroad Company)

KNOW ALL MEN BY THESE PRESENTS, that:

WHEREAS, heretofore as of the 1st day of August, 1979, a Conditional Sale Agreement was entered into by and between THE BANK OF TOKYO TRUST COMPANY (hereinafter called the "Vendor"), and ILLINOIS CENTRAL GULF RAILROAD COMPANY, to which ILLINOIS CENTRAL RAILROAD COMPANY is the successor in interest (either of said latter two companies being hereinafter referred to as the "Railroad Company"), and on the same day an Agreement and Assignment was entered into by and between the Vendor and the Railroad Company; and

WHEREAS, the Agreement was duly recorded with the Interstate Commerce Commission under Recordation Number 10763; and

WHEREAS, in said Agreement for a consideration therein named and upon certain conditions therein set forth, the Vendor sold to the Railroad Company certain railroad equipment therein more particularly described but retained title thereto for the term in the Agreement provided; and

WHEREAS, by the terms of the Agreement it was agreed that at the termination thereof, and after all the payments required thereby should have been completed and fully made by the Railroad Company to the Vendor, title to the railroad equipment thereby

conditionally sold should pass to and vest in the Railroad Company, or its nominee or nominees, and said railroad equipment should thereupon be and become the absolute property of the Railroad Company, or its nominee or nominees; and

WHEREAS, the said Railroad Company has completed all of said payments and has paid the full indebtedness in respect of the purchase price of the said railroad equipment, as covenanted and agreed in the Agreement, and has fully performed all the conditions and covenants therein set forth, and desires that the said railroad equipment now be released, assigned and transferred:

NOW, THEREFORE, The Bank of Tokyo Trust Company, as Vendor aforesaid, for and in consideration of the premises, and the sum of One Dollar (\$1.00), good and lawful money of the United States, to it in hand paid by said Railroad Company at or before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, has released, assigned and transferred and by these presents does release, assign and transfer unto Illinois Central Railroad Company, and its successors and assigns, without recourse in any event, all of the railroad equipment mentioned and described in the Agreement.

The Vendor makes no representations or warranties of any kind hereby express or implied, including as to the present existence or condition of said railroad equipment or whether it is now in the possession of the Railroad Company.

This Release is being simultaneously executed in a number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, The Bank of Tokyo Trust Company has caused these presents to be signed in its corporate name, and its corporate seal, duly attended, to be hereunto affixed this 21st day of November, 1994.

The Bank of Tokyo Trust Company

By: Amanda S. Ryan

ATTEST:

William J. Dwyer

STATE OF New York)
) ss
COUNTY OF New York)

On the 21st day of November, 1994, before me personally came Amanda S. Ryan to me known, who being by me duly sworn, says that she is a Vice President of The Bank of Tokyo Trust Company; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Willa Cohen Bruckner

Notary Public

WILLA COHEN BRUCKNER
Notary Public, State of New York
No. 02BR4537208
Qualified in New York County
Commission Expires May 31, 1995